

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response

SEC USE ONLY

Serial

Prefix

□ Actual

WA

				DATE RECEIVED
Name of Offering (check if this is an am	endment and name has cha	nged, and indicate o	change.)	
Series A Preferred Stock Offering				
Filing Under (Check box(es) that apply):	☐ Rule 504	Rule 505	□ Rule 506	☐ Section 4(6) ☐ ULOE
Type of Filing:	\boxtimes	New Filing		Amendment CFIVED
	A. BASIC IC	ENTIFICATION DA	ATA	
1. Enter the information requested about the	eissuer			· WAR 2 9 2005
Name of Issuer (check if this is an amer	ndment and name has chang	jed, and indicate ch	ange.)	Exe.
UBmatrix, Inc.				85
Address of Executive Offices	(Number and Street, Cit	ty, State, Zip Code)	Telephone Numi	per (Including Area Code)
803 Kirkland Avenue, Suite 200, Kirkland	I, WA 98033-6318		(425) 285-0200	
Add Continue Continue Continue	(Name have and Observe Office	Chata Zin Onday	I Talankana Nama	and the latest Anna Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, Cit			ber (Including Area Code)
(ii aliioloki kom Executive eliioce)			CESSED	
Brief Description of Business –		A 170-170	M.C. GOOF	
Software development		APK	0 6 2005	
Type of Business Organization		THO	JMSON	_
□ corporation □	limited partnership, already	tormad	AAROLAI	other (please specify) –

FINANCIAL

Year 04

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization:

Federal:

business trust

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Month 1 4 1

09

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

☐ limited partnership, to be formed

CN for Canada; FN for other foreign jurisdiction)

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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☐ Estimated

		A. BASIC IDENT	TIFICATION DATA							
 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 										
Each general and managing partner of partnership issuers.										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☑ Director	☐ General and/or Managing Partner					
Full Name (Last name fi	rst, if individual)									
Blackstone, George										
Business or Residence Address (Number and Street, City, State, Zip Code)										
803 Kirkland Avenue, Suite 200, Kirkland, WA 98033-6318										
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name fi	rst, if individual)									
Universal Business Ma	•									
		reet, City, State, Zip Code)	- -							
	•	•								
	Suite 200, Kirkland, WA									
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last name fi	rst, if individual)									
Draper Fisher Jurvetse	on Fund VIII L.P.									
		reet, City, State, Zip Code)								
	•									
	Suite 150, Menlo Park, C Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or					
Check Box(es) that Apply:	☐ Piomotei	☐ belieticial Owner	☐ Executive Officer	Director	Managing Partner					
Full Name (Last name first, if individual)										
· an rame (East name)	inot, ii iiiaitiaaai,									
Business or Residence	Address (Number and St	reet, City, State, Zip Code)								
Charle Bay(an) that	□ Dto	D Description of	□ F	Discourse.						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner					
Full Name (Last name f	iret if individual\				Wanaging Faraior					
Tun Hame (Last hame)	iist, ii tiidividdai)									
Business or Residence	Address (Number and St	reet, City, State, Zip Code)								
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name f	irst, if individual)				···					
Business or Residence Address (Number and Street, City, State, Zip Code)										
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner					
Full Name (Last name f	irst, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)										

					B. INFO	ORMATION	ABOUT O	FFERING			·	
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.								Yes 🗌	No ⊠			
2. What is the minimum investment that will be accepted from any individual?							\$ <u>N</u>	'A				
3. Does	the offering	permit joint	ownership	of a single	unit?				•••••••••••		Yes ⊠	No 🗆
for so	olicitation of paler register	ourchasers i ed with the S	in connection SEC and/or	n with sale with a sta	es of secur te or states	ities in the o s, list the na	offering. If a	a person to l roker or dea	be listed is ar	n associated than five (5)	person or	lar remuneration agent of a broker be listed are
NONE												
Full Nan	ne (Last nam	e first, if ind	ividual)									
Busines	s or Residen	ce Address	(Number a	nd Street.	City, State	, Zip Code)						
			(**************************************	,	,	, —, — — — ,						
Name o	f Associated	Broker or D	ealer					-				
	n Which Pers											
•	"All States" o											All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	(HI) [MS]	[ID] [MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
	ne (Last nam			[17]	[01]	[4.1]	[AVI]	[ivi	[vvv]	[44.]	[441]	[· , /]
Busines	s or Resider	ice Address	(Number a	nd Street,	City, State	, Zip Code)						
Name o	f Associated	Broker or D	ealer									
States i	n Which Pers	son Listed H	las Solicited	or Intend	s to Solicit	Purchasers	i				-	
•	"All States" o	r check indi	vidual State	es)								All States
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ruii Nai	ne (Last nan	ie iiist, ii iiic	ilaiddai)									
Busines	s or Resider	ce Address	(Number a	nd Street,	City, State	, Zip Code)						
Name o	of Associated	Broker or D	Dealer									
	n Which Per				s to Solicit	Purchasers	3					
	"All States" o					IOT1		:DO1				All States
(AL) [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND] IWA1	[OH]	[OK]	[OR]	[PA]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Enter the aggregate offering price of securities included in this offering and the total amount alread the transaction is an exchange offering, check this box □ and indicate in the columns below the ar already exchanged.	nounts of the securities offerin	
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$4,000,000	\$3,000,000
☐ Common ☒ Preferred		
Convertible Securities (including warrants)	\$2,000,000	\$2,000,000
Partnership Interests	\$0	\$0
Other (Specify)	\$0	\$0
Total	\$6,000,000	\$5,000,000
Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	5	\$5,000,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Type of Security	Dollar Amount Sold
Type of Offering	·	
Rule 505		
Regulation A		
Rule 504	-	
Total		
		
a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the	· 	\$0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		\$0 \$0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	_	
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	⊠	\$0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees	⊠ ⊠	\$0 \$20,000
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees.	⊠ ⊠ ⊠	\$0 \$20,000 \$0 \$0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		\$0 \$20,000 \$0

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Enter the difference between the furnished in response to Part C	e aggregate offering price given in response to Part C – Que – Question 4.a. This difference is the "adjusted gross proce	stion 1 and to eds to the is	otal expenses suer*	\$ <u>5,</u> 9	980,000
purposes shown. If the amount for	djusted gross proceeds to the issuer used or proposed to be any purpose is not known, furnish an estimate and check th s listed must equal the adjusted gross proceeds to the issue	e box to the l	eft of the		
			t to Officers, s, & Affiliates		Payment To Others
Salaries and fees		⊠	\$0	⊠	\$0
Purchase of real estate		⊠	\$0		\$0_
Purchase, rental or leasing and installa	ation of machinery and equipment	\boxtimes	\$0	⊠	\$0
Construction or leasing of plant buildin	gs and facilities	⊠	\$0		\$0
Acquisition of other businesses (includ be used in exchange for the assets or	⊠	\$0	_ ⊠	\$0	
Repayment of indebtedness	⊠	\$0	_ ⊠ _	\$1,000,000	
Working capital	⊠	s0_	⊠	\$4,980,000	
Other (specify)		⊠	\$0	_ ⊠ _	\$0
		⊠	so	_ ⊠	\$0
Column Totals		☒	\$0	⊠	\$0
Total Payments Listed (column totals a	⊠ \$5,980,000				
	D. FEDERAL SIGNATURE	***************************************			
The issuer had duly caused this notice	to be signed by the undersigned duly authorized person. If	this notice is	filed under Ru	le 505 th	e following
signature constitutes an undertaking be information furnished by the issuer to a	y the issuer to furnish to the U.S. Securities of Exchange Carly non-accredited investor pursuant to paregraph (b)(2) of F	ommission, l Rule 502.	upon written re	quest of	its staff, the
Issuer (Print or Type)	Signature of the late			Date	28/205
UBmatrix, inc. Name of Signer (Print or Type)	Title of Signer (Print or Type)			1	201 245
George Blackstone	President (Finite Crype)				
Intentional misstatements 1001.)	ATTENTION or omissions of fact constitute federal ci	riminal vi	olations.	(See	18 U.S.C.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS